

RECORDATION NO. 7990-A Filed & Recorded

AUG 12 1975 - 10 15 AM

Executed in 6 Counterparts of
which this is Counterpart No. 3

INTERSTATE COMMERCE COMMISSION
AMENDMENT NO. 1 TO AGREEMENT
DATED AS OF MAY 22, 1975
BETWEEN
GREENVILLE STEEL CAR COMPANY
AND
PITTSBURGH & LAKE ERIE RAILROAD COMPANY

THIS AMENDMENT NO. 1, dated as of August 8, 1975, by
and between GREENVILLE STEEL CAR COMPANY, a Pennsylvania corpora-
tion ("Manufacturer"), and PITTSBURGH & LAKE ERIE RAILROAD
COMPANY, a Delaware corporation ("Railroad");

W I T N E S S E T H T H A T :

Manufacturer and Railroad heretofore entered into an
Agreement dated as of May 22, 1975 (the "Agreement"), whereby
Manufacturer leased to Railroad certain railroad cars. Manu-
facturer and Railroad now desire to amend the Agreement as
hereinafter in this Amendment No. 1 set forth.

NOW, THEREFORE, in consideration of the premises,
and other good and valuable consideration the receipt of which
is hereby acknowledged, the parties hereto agree as follows:

1. The date of August 15, 1975 set forth on page
2 of the Agreement and referred to in the Agreement as
the "Cut-Off Date" is hereby extended to September 15,
1975 in respect to the 100 Serial Contract No. 4 Cars.
The Cut-Off Date of August 15, 1975 shall continue in
full force and effect as to the 78 Serial Contract
No. 5 Cars.

2. Except to the extent the Agreement is amended by this Amendment, all the terms, covenants and provisions of the Agreement shall continue in full force and effect precisely as heretofore.

3. This Amendment may be simultaneously executed in six or more counterparts each of which when so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument which shall be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, Manufacturer and Railroad have caused these presents to be signed and their respective corporate names and their respective corporate seals to be duly attested as of the day and year first above written.

Attest:

GREENVILLE STEEL CAR COMPANY

L. O. Nichols
Assistant Secretary

By *W. B. Ryan*
Vice President

[CORPORATE SEAL]

Attest:

PITTSBURGH & LAKE ERIE RAILROAD COMPANY

George W. Ryan
Assistant Secretary

By *G. E. Neuenchwander*
Vice President

[CORPORATE SEAL]

COMMONWEALTH OF PENNSYLVANIA }
COUNTY OF Mercer } SS:

On this 8th day of August, 1975, before me personally appeared F. B. Logan, to me personally known, who being by me duly sworn, says that he is a Vice President of Greenville Steel Car Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Leora Smith
Notary Public

[Notarial Seal]

LEORA SMITH, Notary Public
GREENVILLE, MERCER COUNTY

My Commission Expires: My Commission Expires Feb. 21, 1977

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF ALLEGHENY) SS:

On this 11th day of August, 1975, before me personally appeared Gordon E. Neuenschwander, to me personally known, who being by me duly sworn, says that he is a Vice President of Pittsburgh & Lake Erie Railroad Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Donna R. Smocer
Notary Public

[Notarial Seal]

My Commission Expires:

DONNA R. SMOGER, Notary Public
Pittsburgh, Allegheny Co., Pa.
My Commission Expires
February 3, 1976